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SEC 1972 Potential persons who are to respond to the collection of information contained in (6-02) this form are not required to respond unless the form displays a currently valid OMB control number.

## **ATTENTION**

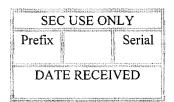
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

# FORM D





NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

PROCESSED APR 03 2003

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) BOKF Private Equity Limited Partnership

THOMSON FINANCIAL

Filing Under (Check box(es) that apply):	[ ] <u>Rule 504</u>	[ ] <u>Rule 505</u>	[X] Rule 506	[ ] Section 4(6)	[]	1 1
Type of Filing: [ X ] New Filing [	] Amendment			<b>.</b>	•	1

#### A. BASIC IDENTIFICATION DATA

1. Enter the information requeste	ed about the issuer	0000000 00 00 00 00 00 00 00 00 00 00 0
Name of Issuer ([ ] check if this BOKF Private Equity Limited Pa	is an amendment and name has changed, and indic rtnership	ciate change.)
Address of Executive Offices Number (Including Area Code) Bank of Oklahoma Tower, One N P.O. Box 2300, Tulsa, Oklahoma		Telephone
Address of Principal Business O Number (Including Area Code) (if different from Executive Office Same as of above	perations (Number and Street, City, State, Zip Codees)	e) Telephone
Brief Description of Business Investments in a diversi	fied portfolio of private equity funds	•
Type of Business Organization	TO TO THE STATE OF	омом меня можения на 1920 до на сого омерство и сомуто, и подоже во со тем техновия на наприменения общения от
[ ] corporation [ ] business trust	[ X ] limited partnership, already formed [ ] ot [ ] limited partnership, to be formed	her (please specify):
	Month Year rporation or Organization: [0 ]1 ] [0]3 ] [X] rganization: (Enter two-letter U.S. Postal Service abb CN for Canada; FN for other foreign jurisdicti	reviation for State:

### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation  $\underline{D}$  or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X] Promoter [X	(] Beneficial Owner	[ ] Executive Officer	[ ] Director [X	i] General and/or Managing Partner
Full Name (Last name BOKF Equity, L.L.C.		al)			
Business or Resider Bank of Oklahoma			et, City, State, Zip Cod K 74192	le)	THE PARTY OF THE P
Check Box(es) that Apply:	[ ] Promoter [	] Beneficial Owner	[X] Executive Officer	[ ] Director [	General and/or Managing Partner
Bode, C. James					. 4
Full Name (Last name Bank of Oklahoma			9K 74192	төмбөрүү жана жана байдаган байсаган байсаган байсаган байсаган байсаган байсаган байсаган байсаган байсаган б	COCCICIO DOCUMENTO DE LA LABORACIÓN DE COMO POR TOTO DE TOTO D
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Full Name (Last nam Bank of Okalahoma			OK 74192	and the second	
Business or Resider	nce Address (Nun	nber and Stree	et, City, State, Zip Cod	le)	
Check Box(es) that	[ ] Promoter [	] Beneficial	[X] Executive	[ ] Director [	] General and/or

Apply:	ly: Owner Officer				Managing	
Henderson, J. Brian				Partner		
Full Name (Last nam Bank of Oklahoma T			4192			
Business or Residen	ice Address (Num	ber and Street, 0	City, State, Zip Cod	e)		
Check Box(es) that Apply:	[ ] Promoter [ ]	Beneficial Owner	[X] Executive Officer	[ ] Director [ ]	General and/or Managing Partner	
Huntzinger, Jim						
Full Name (Last nam Bank of Oklahoma T			4192			
Business or Residen	ice Address (Num	ber and Street, (	City, State, Zip Code	<b>e</b> )		
Check Box(es) that Apply:	[ ] Promoter [ ]	Beneficial Owner	[X] Executive Officer	[ ] Director [ ]	General and/or Managing Partner	
Schloss, Michael					i ditiloi	
Full Name (Last nam Bank of Oklahoma T			4192		and Associated Lazar con-granular groups of the Bank and the California of Association (California of Association)	
Business or Residen	ce Address (Num	ber and Street, C	City, State, Zip Code	e)		
Check Box(es) that Apply:	[ ] Promoter [ ]	Beneficial Owner	[ ] Executive Officer	[ ] Director [ ]	General and/or Managing Partner	
Full Name (Last nam	ne first, if individua	il)	ngan pangangan pangangan pangangan pangangan pangangan pangangan pangan pangan pangan pangan pangan pangan pan	THE BOTH THE THE THE THE THE THE THE THE THE T		
Business or Residen	ce Address (Num	ber and Street, 0	City, State, Zip Code	<b>a</b> )		
(Use blani	k sheet, or copy a	and use additio	nal copies of this	sheet, as necess	sary.)	
	B. IN	FORMATION AI	BOUT OFFERING	т об и со совения реговоривания и и повый повый потом пот том повый повый повый повый повый повый повый повый Повый повый		
1. Has the issuer sold offering?					Yes No	
2. What is the minim			umn 2, if filing unde d from any individu			
3. Does the offering p	B. Does the offering permit joint ownership of a single unit?					
4. Enter the informati directly or indirectly, a connection with sales person or agent of a the name of the broke persons of such a broonly.	any commission o s of securities in th broker or dealer re er or dealer. If mo	r similar remune ne offering. If a pe egistered with the re than five (5) p	ration for solicitation erson to be listed is e SEC and/or with a ersons to be listed	n of purchasers in an associated a state or states, I are associated	ist	

Check Box(es) that Apply:		eneficial [X] wner	Executive [ Officer	] Director [ ]	General and/or Managing Partner
Hood, Andrew W.					raitilei
Full Name (Last nan Bank of Oklahoma 1	ne first, if individual) Tower, P.O. Box 2300	, Tulsa, OK 74192	2		
Business or Resider	nce Address (Number	and Street, City,	State, Zip Code)		
Check Box(es) that Apply:	[ ] Promoter [ ] Be		Executive [ Officer	] Director [ ]	General and/or Managing Partner
Potter, Grafton					T GITTIE!
Full Name (Last nam Bank of Oklahoma T	ne first, if individual) Tower, P.O. Box 2300	, Tulsa, OK 74192	2		
Business or Resider	ice Address (Number	and Street, City,	State, Zip Code)		
Check Box(es) that Apply:	[ ] Promoter [ ] Be Ov		Executive [ Officer	] Director [ ]	General and/or Managing Partner
Full Name (Last nam	ne first, if individual)	wa na matu inika ni maka ni ma	e austra entra en	1995-900-900-900-900-900-900-900-900-900-	ттавабай обород в 304000 гг. учестве учестве учестве од 1400 гг. о
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(Use blan	k sheet, or copy and	l use additional d	copies of this she	et, as necess	ary.)
	B. INFO	RMATION ABOU	T OFFERING		
1. Has the issuer solo offering?	d, or does the issuer i				Yes No
2. What is the minim	Answer also in A um investment that w		2, if filing under U m any individual?.		\$
3. Does the offering p	permit joint ownership	of a single unit?.			Yes No
directly or indirectly, a connection with sales person or agent of a the name of the brok	on requested for each any commission or sing soft securities in the obroker or dealer register or dealer. If more tooker or dealer, you maker or dealer,	milar remuneratio iffering. If a perso stered with the SE han five (5) perso	n for solicitation of n to be listed is an C and/or with a sta ns to be listed are	purchasers in associated ate or states, I associated	ist

Full Name (Last name first, if individual)												
Busin	Business or Residence Address (Number and Street, City, State, Zip Code)											
Name	e of Asso	ociated E	Broker o	Dealer								***************************************
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MC [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA							ates [ID] [MO] [PA] [PR]					
Full N	lame (La	ist name	e first, if i	ndividua	al)							
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Name	e of Asso	ciated E	Broker or	Dealer					en e			·
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)						ates [ID] [MO] [PA] [PR]						
Full N	lame (La	ıst name	e first, if i	ndividua	ai)		u ko esce composoco co	1 000 1469 000 000 000 000 000 000 1469 1469 1469 1469 1	22002009999999999999999999999999999999	1 <del>/48/199</del> /00/00/00/00/00/00/00/00/00/00/00/00/00	Ming and annual and a second control and a second and a s	Tuppasus (100 page 100 page 1
Busin	ess or R	esidenc	e Addre	ss (Num	ber and	Street, 0	City, Stat	e, Zip Co	ide)	haan 3000 Ma 300 300 300 300 300 300 310 M	(in a new consequence of the consequence (i.e.) (in the	: Nee year oo coeco area oo an Mir (MP) 19 599 19675
Name of Associated Broker or Dealer												
	s in Whick "All S [AK] [IN] [NE] [SC]							it Purcha [DC] [MA] [ND] [WA]	sers [FL] [MI] [OH] [WV]	[ [GA] [MN] [OK] [WI]	] All St [HI] [MS] [OR] [WY]	ates [ID] [MO] [PA] [PR]
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)												

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

<sup>1.</sup> Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security  Debt	Aggregate Offering Price \$0 \$0 \$0 \$100,000,000 \$0 \$100,000,000	Amount Already
have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u> , indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Dollar Amount
Accredited Investors	Number Investors00	\$ of Purchases \$0 \$0
Total (for filings under Rule 504 only)		<b>.</b>
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering Rule 505	Type of Security	Dollar Amount Sold \$
Regulation ARule 504		\$
Total		\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees		\$ \$
Accounting Fees Engineering Fees		\$
Sales Commissions (specify finders' fees separately)	[ ]	\$
Other Expenses (identify)	[ ]	\$
Total	[]	\$0_

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This \$100,000,000--difference is the "adjusted gross proceeds to the issuer." ...... 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers, **Payments** Directors, & To **Affiliates** Others [X] [] Salaries and fees \$1,000,000 [] Purchase of real estate \$ Purchase, rental or leasing and installation of machinery [] and equipment ..... [] Construction or leasing of plant buildings and facilities...... Acquisition of other businesses (including the value of securities involved in this offering that may be used in [] [] exchange for the assets or securities of another issuer pursuant to a merger) ..... [] Repayment of indebtedness ..... [X] Working capital ..... \$75,000 [X] Other (specify):\_Organizational Expenses\_\_ \$150,000 [X] Investment in various private equity funds \$98,775,000 [X] [X] \$ Column Totals ..... \$1,000,000 99,000,000 [X]\$100,000,000 Total Payments Listed (column totals added) ......

#### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Date Signature **BOKF Private Equity Limited Partnership** 03-28-03 Title of Signer (Print or Type) Name of Signer (Print or Type) Manager of BOKF Equity, L.L.C., general partner of C. James Bode **BOKF Private Equity Limited Partnership** 

## **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18